

S&DC-S/N

Statement and Designation by
Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A **\$100** filing fee (for a foreign stock corporation) or **\$30** filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable **\$15** service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
Secretary of State
State of California

APR 02 2013

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name]." For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① Coinbase, Inc.

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or an active 1505 corporation in California that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation.)

③ a. Brian Armstrong

Agent's Name

b. 1 Bluxome Street, #410

San Francisco

CA 94107

Agent's Street Address (if agent is not a corporation)

City (no abbreviations)

State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. 1 Bluxome Street, #410

San Francisco

CA 94107

Street Address of Principal Executive Office

City (no abbreviations)

State Zip

b. 1 Bluxome Street, #410

San Francisco

CA 94107

Street Address of Principal Office in California, if any

City (no abbreviations)

State Zip

c.

Mailing Address of Principal Executive Office, if different from 4a or 4b

City (no abbreviations)

State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.


Sign here

Brian Armstrong

Print your name here

Secretary

Your business title

Make check/money order payable to: **Secretary of State**

By Mail

Drop-Off

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

Secretary of State
Business Entities, P.O. Box 944260
Sacramento, CA 94244-2600

Secretary of State
1500 11th Street, 3rd Floor
Sacramento, CA 95814

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COINBASE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FIRST DAY OF APRIL, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "COINBASE, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF MAY, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

5154317 8300

130378398

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0323543

DATE: 04-01-13